

**CITY OF EL PASO, TEXAS
AGENDA ITEM
DEPARTMENT HEAD'S SUMMARY FORM**

DEPARTMENT: AIRPORT

AGENDA DATE: October 23, 2012

CONTACT PERSON NAME AND PHONE NUMBER: Monica Lombraña, A.A.E./780-4724

DISTRICT(S) AFFECTED: All Districts

SUBJECT:

This is a Resolution to authorize the City Manager to sign a Lessor's Approval of Assignment of the Butterfield Trail Industrial Park Lease by and between the City of El Paso and Time Warner Cable Texas LLC for the following described property:

A portion of Lots 4 and 5, Block 6, Butterfield Trail Industrial Park, Unit One, Replat "A", municipally known and numbered as 7010 Airport Road, City of El Paso, El Paso County, Texas,

BACKGROUND / DISCUSSION:

On January 26, 1988, the City of El Paso entered into a lease effective January 1, 1988 for a term of thirty-seven (37) years and eleven (11) months with one (1) additional ten (10) year Option. The present annual rent is \$17,832.00 with 13 years and 2 months, plus one 10 year Option remaining on the term. The property is located in Butterfield Trail Industrial Park and contains approximately 144,511 square feet of land. On November 30, 1988,

Paragon Communications, after receiving the Lease through an Assignment from the original Lessee, Kasco Ventures, Inc., assigned their right, title and interest in the Lease to Texas Cable Partners, LP, an affiliate of Time Warner.

Due to internal corporate restructuring, Time Warner Entertainment-Advance/Newhouse Partnership ("TWEAN") and an indirect wholly owned affiliate of Time Warner Cable Inc. ("Assignor"), is the present Lessee.

TWEAN and various other affiliates of Time Warner Inc. have agreed to reorganize their corporate structure to streamline their organization and to align management and legal entity reporting. TWEAN now desires to assign its rights and obligations under the current Lease to Time Warner Cable Texas LLC.

PRIOR COUNCIL ACTION:

January 26, 1988, and November 30, 1998.

AMOUNT AND SOURCE OF FUNDING:

N/A

BOARD / COMMISSION ACTION: N/A

*****REQUIRED AUTHORIZATION*****

DEPARTMENT HEAD:



(If Department Head Summary Form is initiated by Purchasing, client department should sign also)

Information copy to appropriate Deputy City Manager

RESOLUTION

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF EL PASO:

That the City Manager be authorized to sign a Lessor's Approval of Assignment of the Butterfield Trail Industrial Park Lease by and between the City of El Paso ("Lessor"), Time Warner Entertainment-Advance/Newhouse Partnership ("TWEAN")("Assignor") and Time Warner Cable Texas LLC ("Assignee") for the following described property:

A portion of Lots 4 and 5, Block 6, Butterfield Industrial Park
Unit 1, Replat "A", municipally known and numbered as 7010
Airport Road, City of El Paso, El Paso County, Texas.

Dated this ____ day of _____ 2012.

CITY OF EL PASO

John F. Cook
Mayor

ATTEST:

Richarda Duffy Momsen
City Clerk

APPROVED AS TO FORM:



Theresa Cullen
Deputy City Attorney

APPROVED AS TO CONTENT:



Monica Lombraña, A.A.E.
Director of Aviation

STATE OF TEXAS §
 §
COUNTY OF EL PASO §

LESSOR'S APPROVAL OF ASSIGNMENT

WHEREAS, the City of El Paso ("Lessor") entered into a Butterfield Trail Industrial Park Lease dated January 26, 1988 (effective January 1, 1988 ("Lease")), between Lessor and Kasco Ventures, Inc.; for the property legally described as:

A portion of Lots 4 and 5, Block 6, Butterfield Trail Industrial Park Unit 1, Replat "A", municipally known and numbered as 7010 Airport Road, City of El Paso, El Paso County, Texas ("Premises").

WHEREAS, effective January 26, 1988, Lessor approved a Lessor's Approval of Assignment of Kasco Ventures, Inc.'s assignment all of its right, title and interest in the Lease to Paragon Communications, a Colorado general partnership;

WHEREAS, effective November 30, 1998, Lessor approved a Lessor's Approval of Assignment of Paragon Communications' assignment of all its right, title and interest in the Lease to Texas Cable Partners, L.P., an affiliate of Time Warner Cable, Inc.;

WHEREAS, because of various internal corporate restructuring, Time Warner Entertainment-Advance/Newhouse Partnership, a New York general partnership ("TWEAN") and an indirect wholly owned affiliate of Time Warner Cable, Inc. ("Assignor"), is the present Lessee on the Lease; and

WHEREAS, TWEAN and various other affiliates of Time Warner Cable, Inc. have agreed to reorganize their corporate structure in an effort, among other things, to streamline their organization and to align management and legal entity reporting, and TWEAN will assign its rights and obligations under the Lease to Time Warner Cable Texas LLC, a Delaware limited liability Company,

NOW THEREFORE, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. **CONSENT TO ASSIGNMENT.** Lessor hereby approves and consents to the assignment of the Lease from Assignor to Time Warner Cable Texas LLC, a Delaware limited liability company ("Assignee"), on the condition that Assignee assumes and becomes liable to pay any and all sums owing or becoming due Lessor under the terms of the Lease from and after the effective date of the assignment of the Lease to Assignee, and upon the further condition that Assignee agrees to accept and abide by all the terms, covenants, and conditions of the Lease.

2. **PROOF OF INSURANCE AND INDEMNIFICATION.** Assignee expressly agrees to be bound by the indemnification provisions contained in the Lease, and within sixty (60) days of the Effective Date shall provide a certificate of insurance to evidence compliance with the insurance requirements of the Lease.
3. **GUARANTOR.** Assignor shall remain fully liable for the prompt and complete performance of any and all obligations arising, or to arise, under the Lease.
4. **RATIFICATION OF LEASE.** Except as expressly modified herein, no provision of this consent alters or modifies any of the terms and conditions of the Lease; all other terms and conditions of the Lease shall remain in full force and effect.
5. **ADDRESS FOR NOTICE.** Notices to Assignee and Assignor shall be sufficient if sent by certified mail, postage prepaid, addressed to:

ASSIGNOR: TWEAN
60 Columbus Circle
New York, NY 10023
Attn: General Counsel

And a copy to: Time Warner Cable
7820 Crescent Executive Drive
Charlotte, NC 28217
Attn: Corporate Real Estate

ASSIGNEE: Time Warner Cable Texas LLC
60 Columbus Circle
New York, NY 10023
Attn: General Counsel

6. **AUTHORIZED REPRESENTATIVE.** The persons signing this Lessor's Approval of Assignment on behalf of Assignor and the Assignee represent and warrant that they have the legal authority to bind the Assignor and the Assignee, respectively, to the provisions of this Lessor's Approval of Assignment.
7. **NON-WAIVER.** The Lessor's Approval of Assignment hereby given by Lessor shall not end the need for Lessor's consent for any future assignments.
8. **EFFECTIVE DATE.** Regardless of the date executed, the Effective Date of this Lessor's Approval of Assignment will be September 30, 2012.


[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

APPROVED THIS ____ day of _____, 2012.

LESSOR: CITY OF EL PASO


Joyce A. Wilson
City Manager

APPROVED AS TO FORM:



Theresa Cullen
Deputy City Attorney

APPROVED AS TO CONTENT:



Monica Lombraña, A.A.E.
Director of Aviation

LESSOR'S ACKNOWLEDGEMENT

THE STATE OF TEXAS)
)
COUNTY OF EL PASO)

This instrument was acknowledged before me on this ____ day of _____, 2012, by
Joyce A. Wilson as City Manager of the City of El Paso, Texas (Lessor).

My Commission Expires:

Notary Public, State of Texas

(SIGNATURES CONTINUE ON THE FOLLOWING PAGE)

ASSIGNOR:

Time Warner Entertainment-
Advance/Newhouse partnership, a New York
general partnership

By:

Printed Name:

Title:

Matt Siegel

Matthew Siegel

SVP & Treasurer

ASSIGNOR'S ACKNOWLEDGEMENT

THE STATE OF New York

COUNTY OF New York

This instrument was acknowledged before me on this 28th day of September, 2012, by Matt Siegel
as SVP/Treasurer of Time Warner Entertainment-Advance/Newhouse partnership, a
New York general partnership (Assignor).

My Commission Expires:

July 9, 2016

[Signature]

Notary Public, State of

New York

[SIGNATURES CONTINUE ON THE FOLLOWING PAGE]

WILLIAM C. WESSELMAN
Notary Public, State of New York
Registration #01WE6265380
Qualified In New York County
Commission Expires July 9, 2016

ASSIGNEE: Time Warner Cable Texas
LLC

By: Matthew Siegel
Printed Name: Matthew Siegel
Title: SVP & Treasurer

ASSIGNEE'S ACKNOWLEDGEMENT

THE STATE OF New York,
COUNTY OF New York

This instrument was acknowledged before me on this 28th day of September, 2012, by
Matt Siegel as SVP/Treasurer of Time Warner Cable Texas LLC (Assignee).

My Commission Expires:
7.9.2016

[Signature]
Notary Public, State of New York

